

Amendment No. 1 to Service Agreement

Dated as of July 1, 2005

Amending

Service Agreement

Dated as of February 27, 2004

Between

NASHVILLE OFFICE ASSOCIATES, L.P.

And

THE METROPOLITAN GOVERNMENT OF
NASHVILLE AND DAVIDSON COUNTY

AMENDMENT NO. 1 TO SERVICE AGREEMENT

This Amendment No. 1 to Service Agreement is dated as of July 1, 2005, and amends the Service Agreement, dated as of February 27, 2004, between The Metropolitan Government of Nashville and Davidson County, acting solely as the provider of services under the Service Agreement ("Supplier"), and NASHVILLE OFFICE ASSOCIATES, L.P., as customer ("Customer"). Capitalized terms used and not defined herein shall have the meaning set forth in the Service Agreement.

WHEREAS, Supplier and Customer have previously entered into the Service Agreement;
and

WHEREAS, Supplier and Customer desire to enter into this Amendment No. 1;

NOW, THEREFORE, in consideration of the mutual agreements contained herein and in the Service Agreement, the Supplier and the Customer agree as follows:

Section 1. Customer shall provide high-speed Internet access to Supplier at no charge for the purpose of connecting Supplier's electronic metering panel to the System. In exchange for such connection, Supplier shall provide Customer at no charge with steam and chilled water utility usage data, such as flows, temperatures and pressures, through the Internet. The details of the Internet connection and the provision of utility usage data shall be determined as agreed upon by the Supplier and Customer.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to be executed as of the day and year first written above.

THE METROPOLITAN GOVERNMENT OF
NASHVILLE AND DAVIDSON COUNTY,
acting solely as Supplier under the Agreement

Director of General Services

RECOMMENDED AND APPROVED AS
TO AVAILABILITY OF FUNDS:

Director of Finance

APPROVED AS TO INSURANCE:

Director of Insurance

APPROVED AS TO REAL PROPERTY

Director of Public Property

APPROVED AS TO FORM AND
LEGALITY

Metropolitan Attorney

FILED IN THE OFFICE OF THE
Metropolitan Clerk:

Date: _____

NASHVILLE OFFICE ASSOCIATES, L.P.

By: Sterling American Property, Inc.

By: _____
Mr. Mathew Harvey

Title: _____

Sworn to and subscribed to before me, a
Notary Public, this _____ day
of _____, 2005, by
_____, the
_____ of
Customer and duly authorized to execute this
instrument on Customer's behalf.

Notary Public

My Commission Expires _____